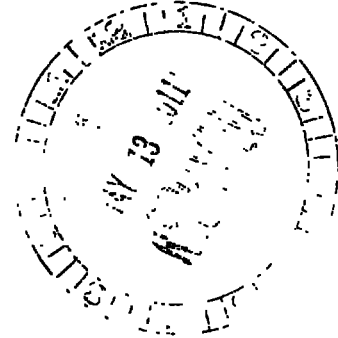


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SURFACE TRANSPORTATION BOARD



April 29, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Section Chief:

Please find enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) one original and one copy of the Memorandum of Railcar Lease Agreement, dated April 14, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Tealinc, Ltd.
1606 Rosebud Creek Road
Forsyth, MT 59327

Lessee: The Western Sugar Cooperative
7555 E. Hampden Ave, Ste. 600
Denver, CO 80231

A description of the railroad equipment covered by the enclosed document is:

Nine (9) open top hopper railcars with the numbers JOBX 1299 through JOBX 1307 inclusive as more particularly set forth in the schedule attached to the document.

1606 Rosebud Creek Road, Forsyth, MT 59327

Ph: 406-347-5237

Fax: 406-347-5239

Email: darell@tealinc.com

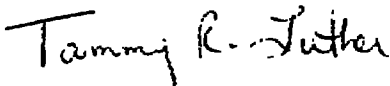
A short summary of the document to appear in the index is:

Memorandum of Railcar Lease Agreement.

Also enclosed is our check in the amount of \$41.00 payable to the Surface Transportation Board for the required recordation fee.

Please kindly return the file-stamped original/copy of the enclosed document to the undersigned.

Sincerely,


Tammy R. Luther

/tl

Enclosures

MEMORANDUM OF RAILCAR LEASE AGREEMENT

MAY 13 '11 -10 51 AM

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of **TRANSPORTATION BOARD**
April 14, 2011 by and between **Tealinc, Ltd** ("Lessor") a Montana corporation and **The Western Sugar Cooperative** ("Lessee") a Colorado cooperative corporation, with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Master Railcar Service and Lease Agreement No.030111 dated March 1, 2011 and Schedule No 030111 dated March 1, 2011 by and between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. 030111 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the open top hopper Railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

4. The Lessor shall add an amount of \$[REDACTED] per Railcar to the escrow account ("Escrow Account") to address any maintenance items as further referenced in the Escrow Account acknowledgement signed by the Lessee on March 17, 2011

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR:**Tealinc, Ltd**Signed: *Darell J. Luther*Print Name: **Darell J. Luther**Title: **President****1606 Rosebud Creek Road
Forsyth, MT 59327****Phone: 406-347-5237****Facsimile: 406-347-5239****LESSEE:****The Western Sugar Cooperative**Signed: *Robert Pullock*Print Name: **Robert Pullock**Title: **VP of Supply Chain****7555 E. Hampden Avenue
Suite 600****Denver, CO 80231****Phone: 303-813-3552****Facsimile: 303-813-4084**

EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT

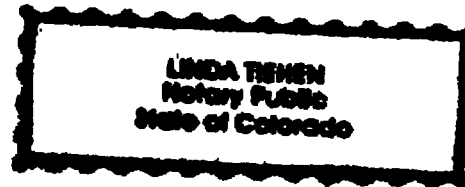
Total Count	New Car Initial	New Car Number
1	JOBX	1299
2	JOBX	1300
3	JOBX	1301
4	JOBX	1302
5	JOBX	1303
6	JOBX	1304
7	JOBX	1305
8	JOBX	1306
9	JOBX	1307

STATE OF Colorado)
) ss.
COUNTY OF Denver)

On this 18th day of May, 2011, before me personally appeared Bob Bullock, to me personally known, who being by me duly sworn, says that he is the VP Supply Chain of The Western Sugar Cooperative, that the foregoing instrument was signed on behalf of said corporation, by and through its Chlor Alkali Products division and for and on behalf of itself and its subsidiaries which may perform thereunder, and he acknowledged that the execution of the said instrument was his free act and deed.

Linda Tihen
NOTARY PUBLIC

My commission expires: 7/20/11



STATE OF Montana)
) ss.
COUNTY OF Rosebud)

On this 24th day of May, 2011, before me personally appeared Darell J. Luther, to me personally known, who being by me duly sworn, says that s/he is the President of Tealinc Ltd that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Heather Polich
NOTARY PUBLIC

My commission expires: 7/26/2011

